

# Invitation

## Extraordinary General Meeting of Intertrust N.V.

Dear shareholder,

We have the pleasure of inviting you to the extraordinary general meeting ("**EGM**") of Intertrust N.V. to be held at 15:00 hours (CET) on 17 October 2018 at the offices of Intertrust N.V., Prins Bernhardplein 200, 1097 JB Amsterdam, the Netherlands.

**Supervisory Board of Intertrust N.V.**

Amsterdam, 30 August 2018

## AGENDA

1. Opening
2. Proposal to appoint Mr. J. Turkesteen as member of the Management Board (voting item)
3. Closing

## EXPLANATORY NOTES TO THE AGENDA

### **2. Proposal to appoint Mr. J. Turkesteen as member of the Management Board – voting item**

Since November 2017, Mr. Turkesteen has been working at Intertrust Group as chief financial officer (“**CFO**”) ad interim and member of the Executive Committee after the resignation of Mr. M.J. de Vries. The Supervisory Board of Intertrust N.V. has decided to nominate Mr. J. Turkesteen as CFO and member of the Management Board. The regulatory approvals for the appointment of Mr. Turkesteen were obtained earlier during the year.

In accordance with article 13.2 of the articles of association of Intertrust N.V. and pursuant to the binding nomination of the Supervisory Board, the General Meeting is asked to appoint Mr. Turkesteen as CFO and member of the Management Board as of 17 October 2018 for a term of four years, which term shall ultimately lapse immediately after the day of the first General Meeting held in 2023.

#### Curriculum Vitae of Mr Turkesteen:

##### *Personal information*

Name: Johan Turkesteen  
Date of birth: 3 November 1963  
Nationality: Dutch

##### *Education*

1982 – 1992 Certified Public Accountant (NIVRA)

##### *Corporate experience*

11/2017 – Current **Intertrust Group**, Amsterdam, the Netherlands  
CFO ad interim and member of the Executive Committee

2016 – Current **Erasmus Medical Center**, Rotterdam, the Netherlands  
Non-executive director and chairman of the audit committee

2013 - 2015 **Royal Imtech**, Gouda, the Netherlands  
CFO and member of the Management Board

2008 - 2012 **Stork**, Utrecht, the Netherlands  
CFO and member of the Management Board

2002 – 2008 **Deloitte**, Amsterdam, the Netherlands  
Managing Partner of Dutch M&A and Capital Markets practice

1982 – 2002 **Andersen**, Amsterdam, the Netherlands  
Employee and Partner

### *Motivation of the proposed reappointment*

Mr. Turkesteen has extensive international leadership experience within publicly-listed, multinational corporations. His deep understanding of the professional services sector make him very well qualified to serve as CFO within Intertrust NV's Management Board.

The main elements of the management agreement with Mr. Turkesteen are the following:

- Annual base salary of EUR 400,000 gross;
- Annual short-term variable compensation of 30-100%% of the annual base salary;
- Annual award under the long-term incentive ("**LTI**") plan for members of the Management Board of 50-75% of the annual base salary in case the pre-determined financial targets are met;
- Award under the 2018 LTI in the form of shares with a corresponding value of EUR 83,333;
- Severance payment equal to the annual base salary (excluding variable compensation components, compensation for costs and pension contributions payable by Intertrust);
- Annual gross contribution of 25% of the annual base salary into pension scheme;
- Claw back clause, non-compete clause and non-solicitation clause; and
- Various other benefits in line with Intertrust policies.

The Supervisory Board has considered that the remuneration package of Mr. Turkesteen deviates in certain respects from the Remuneration Policy of Intertrust N.V. adopted by the General Meeting on 16 May 2017. The remuneration principles, on which the Remuneration Policy is based, include the principle that the Remuneration Policy should enable Intertrust N.V. to attract qualified employees (including members of the Management Board) and the principle that the Remuneration Policy should provide for a balanced remuneration package focused on achieving sustainable financial results and aligned with the long term strategy and interests of management and shareholders. Therefore, as the remuneration package of Mr. Turkesteen meets with these principles, the Supervisory Board wishes to use its discretionary power, as included in the Remuneration Policy, to deviate from the Remuneration Policy.

Mr. Turkesteen holds no shares in the capital of Intertrust N.V. to date.

## GENERAL INFORMATION

### Language, AGM documents

Intertrust is an international company and its corporate language is English. The EGM will therefore be conducted in English. A live translation in Dutch will be available. The agenda and the explanatory notes to the agenda are available on the website of Intertrust N.V., [www.intertrustgroup.com/investors](http://www.intertrustgroup.com/investors). These documents are also available for inspection at the office of Intertrust N.V., Prins Bernhardplein 200, 1097 JB Amsterdam, the Netherlands, e-mail [EGM@intertrustgroup.com](mailto:EGM@intertrustgroup.com) where copies can be obtained free of charge as well as via ABN AMRO Bank N.V. ("**ABN AMRO**") by telephone: +31 20 344 2000 and by e-mail [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com).

### Registration date

Shareholders may attend the EGM and exercise voting rights if they hold shares in the share capital of Intertrust N.V. on 19 September 2018 (the "**Registration Date**") and are registered as such in the administrations held by the banks and brokers that are intermediaries as defined under the Securities Giro Act (*Wet giraal effectenverkeer*) (the "**Intermediaries**").

### Attending in person

Shareholders who wish to attend the EGM in person or wish to authorise others to represent them at the EGM and are entitled to attend the EGM must register themselves at ABN AMRO via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or through the Intermediary in whose administration the shareholder is registered as holder of shares Intertrust N.V., ultimately on 10 October 2018 no later than 17:00 pm (CET). The Intermediary must provide, no later than 10:00 am (CET) on 11 October 2018, ABN AMRO via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) with a statement identifying the number of shares held by the shareholder on the Registration Date and presented for registration, as well as the full address details of the shareholder concerned in order to be able to verify the shareholding on the Registration Date in an efficient manner. The shareholder will receive from ABN AMRO, via the Intermediary, proof of registration (the "**Registration Card**") with a registration number by e-mail or by regular mail. This Registration Card will serve as an admission ticket to the EGM.

### Proxy and voting instructions

Shareholders who are unable to attend the EGM in person may also, without prejudice to the above with regard to registration, give their voting instruction to an independent third party: Manon Cremers, civil-law notary in Amsterdam, the Netherlands, and/or her legal substitute and/or each civil-law notary of Stibbe. A shareholder can give an electronic voting instruction via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) no later than 17:00 hours on 10 October 2018. If a shareholder is unable to give its voting instruction electronically, this may also be given in writing. For this a form is available free of charge at the offices of Intertrust N.V. ([www.intertrustgroup.com/investors](http://www.intertrustgroup.com/investors)). The written form must be completed and be received by Manon Cremers, civil-law notary in Amsterdam, the Netherlands, at the offices of Stibbe (Beethovenplein 10, 1077 WM Amsterdam, the Netherlands or by e-mail [manon.cremers@stibbe.com](mailto:manon.cremers@stibbe.com) ultimately on 10 October 2018, 17:00 hours. A proxy can be granted with or without voting instructions. In case a proxy is granted to said independent party without voting instructions it shall be deemed to include a voting instruction in favour of all proposals made by the Management Board and/or the Supervisory Board.

Persons entitled to attend the EGM may be asked for identification prior to be admitted and are therefore requested to carry a valid identity document.